

SEP 04 '12 -1 12 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847 318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

August 30, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 27, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26215.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: The Yaffe Companies, Incorporated
G & Lexington
PO Box 916
Muskogee, OK 74402

A description of the railroad equipment covered by the enclosed document is for five (5) gondola cars having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(YAC0012)

ASSGN. NO.: YACO012

SEP 04 '12 -1 12 PM

MEMORANDUM OF LEASE

www.ACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of August, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Yaffe Companies, Incorporated ("Lessee"), an Oklahoma corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 31, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 13, 2012 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]Name: JOHN J. THOMAS
PRESIDENT

Title: _____

ATTEST:

By: Susan GrokulskyName: SUSAN GROKULSKY
ASSISTANT DIRECTORTitle: OF DOCUMENTATIONExecuted on this 27th day of August, 2012

[CORPORATE SEAL]

STATE OF IllinoisCOUNTY OF Cook

I, Janice L Enolia, a Notary Public of the County and State aforesaid, certify that John J Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of August, 2012

Janice L. Enolia
Notary Public

My Commission Expires.

8-2-2014

(Notary Public)



LESSEE:

THE YAFFE COMPANIES, INCORPORATED

ATTEST.

By:

Name:

Title:

By.

Name.

Title:

Executed on this

17 day of AUGUST, 2012

[CORPORATE SEAL]

STATE OF Oklahoma

COUNTY OF Muskogee

I, Donna Jean Loftin, a Notary Public of the County and State aforesaid, certify that Lyle Bachman personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 17 day of August, 2012.

Donna Jean Loftin
Notary Public

Commission Expires

5-11-2014

(Notary Public)

DONNAJEAN LOFTIN
NOTARY PUBLIC
MUSKOGEE COUNTY
STATE OF OKLAHOMA
COMMISSION NO. 06004775
EXPIRES 5-11-2014

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: Gondola Cars

CAR NUMBERS:

1	NDYX	360003
2	NDYX	360006
3	NDYX	360017
4	NDYX	360030
5	NDYX	360039